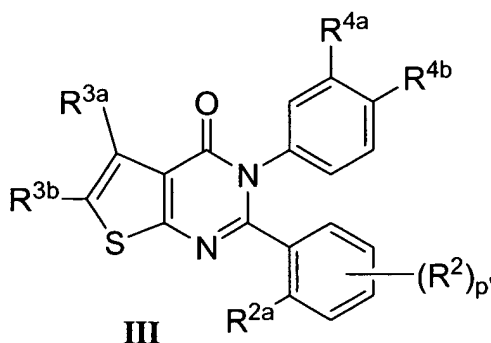


In the Claims:

1.-2. Cancelled

3. (Currently amended) ~~The A compound of Formula III Claim 1, or a pharmaceutically acceptable salt or stereoisomer thereof, of the Formula III:~~



wherein:

m is 0, 1 or 2;

p' is 0 to 2;

r is 0 or 1;

s is 0 or 1;

R² is (C₁-C₆)alkylene-NR⁶R⁷; said alkylene is optionally substituted with up to three substituents selected from OH, (C₁-C₆)alkoxy, halogen, CO₂H, CN, O(C=O)C₁-C₆ alkyl, oxo, and NR⁶R⁷;

R^{2a} is selected from: halogen and (C₁-C₆)alkyl;

R^{3a} and R^{3b} are independently selected from: hydrogen, halogen, and (C₁-C₆)alkyl;

R^{4a} and R^{4b} are independently selected from: hydrogen, halogen and (C₁-C₆)alkyl, provided that at lease one is not hydrogen, or

~~R^{4a} and R^{4b} are combined to form a diradical selected from -CH₂CH₂CH₂CH₂-;~~

~~—CH₂CH₂CH₂—, —CH=CH—O— and —CH=CH—N—;~~

~~R⁵ is selected from:~~

- ~~1) —(C=O)_fO_s(C₁–C₁₀)alkyl,~~
- ~~2) —O_f(C₁–C₃)perfluoroalkyl,~~
- ~~3) —(C₀–C₆)alkylene—S(O)_mR^a,~~
- ~~4) —oxo,~~
- ~~5) —OH,~~
- ~~6) —halo,~~
- ~~7) —CN,~~
- ~~8) —(C=O)_fO_s(C₂–C₁₀)alkenyl,~~
- ~~9) —(C=O)_fO_s(C₂–C₁₀)alkynyl,~~
- ~~10) —(C=O)_fO_s(C₃–C₆)cycloalkyl,~~
- ~~11) —(C=O)_fO_s(C₀–C₆)alkylene aryl,~~
- ~~12) —(C=O)_fO_s(C₀–C₆)alkylene heterocyclyl,~~
- ~~13) —(C=O)_fO_s(C₀–C₆)alkylene—N(R^b)₂,~~
- ~~14) —C(O)R^a,~~
- ~~15) —(C₀–C₆)alkylene—CO₂R^a,~~
- ~~16) —C(O)H,~~
- ~~17) —(C₀–C₆)alkylene—CO₂H, and~~
- ~~18) —C(O)N(R^b)₂,~~

~~said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, (C₁–C₆)alkoxy, halogen, CO₂H, CN, O(C=O)C₁–C₆ alkyl, oxo, and N(R^b)₂;~~

R⁶ and R⁷ are independently selected from:

- 1) H,
- 2) (C=O)O_bC₁–C₁₀ alkyl,
- 3) (C=O)O_bC₃–C₈ cycloalkyl,
- 4) (C=O)O_baryl,
- 5) (C=O)O_bheterocyclyl,
- 6) C₁–C₁₀ alkyl,
- 7) aryl,
- 8) C₂–C₁₀ alkenyl,

- 9) C₂-C₁₀ alkynyl,
- 10) heterocyclyl,
- 11) C₃-C₈ cycloalkyl,
- 12) SO₂R^a, and
- 13) (C=O)NR^b₂,

~~said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R⁵, or~~

R⁶ and R⁷ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 4-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S; ~~said monocyclic or bicyclic heterocycle optionally substituted with one or more substituents selected from R⁵;~~

R^a is (C₁-C₆)alkyl, (C₃-C₆)cycloalkyl, aryl, or heterocyclyl; and

R^b is H, (C₁-C₆)alkyl, (C₁-C₆)alkyl-NR^a₂, (C₁-C₆)alkyl-NH₂, (C₁-C₆)alkyl-NHR^a, aryl, heterocyclyl, (C₃-C₆)cycloalkyl, (C=O)OC₁-C₆ alkyl, (C=O)C₁-C₆ alkyl or S(O)₂R^a.

4. (Currently amended) The compound according to Claim 3 or a pharmaceutically acceptable salt or stereoisomer thereof, wherein: p', R^{2a}, R^{3a}, R^{3b}, R^{4a}, and R^{4b} ~~and R⁵~~ are as defined for Formula III and

R² is (C₁-C₆)alkylene-NR⁶R⁷;

R⁶ and R⁷ are independently selected from:

- 1) H,
- 2) C₁-C₁₀ alkyl,
- 3) aryl,
- 4) heterocyclyl,
- 5) C₂-C₁₀ alkenyl,
- 6) C₂-C₁₀ alkynyl, and
- 7) C₃-C₈ cycloalkyl,

~~said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R⁵, or~~

R⁶ and R⁷ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 4-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, ~~said monocyclic or bicyclic heterocycle optionally substituted with one or more substituents selected from R⁵.~~

5. (Original) A compound which is:

2-(2-bromophenyl)-3-(4-methylphenyl)thieno[2,3-d]pyrimidin-4(3H)-one.

6. (Currently amended) A pharmaceutical composition that is comprised of a compound in accordance with Claim 4 3 and a pharmaceutically acceptable carrier.

7. (Original) A pharmaceutical composition that is comprised of a compound in accordance with Claim 3 and a pharmaceutically acceptable carrier.

8.-11. Cancelled

12.-20. Previously Cancelled

21.-24. Cancelled.

25.-27. Previously Cancelled.

28.-29. Cancelled.

30. Previously Cancelled.

31.-34. Cancelled.